

WC 07-249

FCC/MELLON OCT 30 2007

) WC Docket No. 07-_____

) File Nos. ITC-T/C-_____

)
)
)

)

i

1

;

)

ON

1

Rules because: (1) the proposed transaction will result in RNK having a market share in the interstate, interexchange market of less than 10 percent; (2) RNK will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (1) RNK will not be affiliated with any foreign carriers; (2) RNK will not be affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

In support of the Application, the Parties provide the following:

I. APPLICANTS

A. RNK, Inc.

RNK, Inc. is a Massachusetts corporation headquartered at 333 Elm Street, Suite 310, Dedham, Massachusetts 02026. RNK's sole shareholder is RNK Holding Company, a Massachusetts business trust. Richard N. Koch and Joy Tessier, both United States citizens, own all of the issued and outstanding shares of the beneficial interests of RNK Holding Company. The address for RNK Holding Company, Richard Koch and Joy Tessier is 333 Elm Street, Suite 310, Dedham, Massachusetts 02026.

RNK is a full-service network communications service provider that offers a variety of origination and termination products, services, and customized network solutions. RNK serves a range of communication service providers, including international tier one carriers, domestic interexchange carriers, competitive local

exchange carriers ("CLECs"), and broadband service providers. Some of the services RNK provides include interconnected voice over Internet Protocol ("VoIP") services, intrastate presubscribed interexchange services, residential and business local exchange services, and wholesale telecommunications services.^{2/}

B. Wave2Wave Communications, Inc.

Wave2Wave is a Delaware corporation with headquarters at 433 Hackensack Avenue, Hackensack, New Jersey 07601. Wave2Wave is the parent corporation of Wave2Wave VoIP Communications, LLC, a provider of VoIP or IP-enabled services to business customers, Wave2Wave Data Communications, LLC and Wave2Wave Mid-West Region Communications, LLC, providers of resold dedicated data transport services. Wave2Wave is one of the nation's largest providers of high speed wired and wireless broadband services to universities, hospitals, and communities.

Mr. Steve Asman, a United States citizen, is the largest shareholder of Wave2Wave and currently holds approximately 35.3% ownership in Wave2Wave. Mr. Asman is President of Wave2Wave. The Mennen Trust is the second largest shareholder and holds approximately 20.7% of Wave2Wave shares. The Mennen Trust is managed by the Wilmington Trust Company and Jeff Mennen as co-trustees, and John Henry Mennen is the beneficiary of the trust. All other shareholders own less than 10% of Wave2Wave.

^{2/} RNK is authorized to provide interexchange and intrastate telecommunications services in Connecticut, District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Texas, Vermont and Virginia. RNK provides some of the described services in some of the states. Not all of the services are provided in every state in which RNK has authority to provide service.

II. DESCRIPTION OF THE TRANSACTION

On October 12, 2007, RNK entered into the Agreement with Wave2Wave under which Wave2Wave will purchase for cash and pursuant to promissory notes, all of the issued and outstanding common shares of the capital stock of RNK ("Transaction"). RNK will thereafter become a direct subsidiary of Wave2Wave. The proposed Transaction will not result in an assignment of regulatory authority, customers, or assets. Customers will continue to receive bills under the RNK name and will continue to receive the same service quality they have come to expect from RNK. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

III. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest. RNK will continue to offer services at the same rates, terms, and conditions such that the Transaction will be transparent to consumers. RNK's ability to compete will also be enhanced by the financial benefit from increased income and cash flow. The combination of the Parties' industry knowledge, technological expertise, and products also will encourage the development and deployment of other innovative product offerings, at cost effective rates, which will flow directly to consumers.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e)(2) of the Commission's Rules, including the information requested in Section 63.18(a-d) and (h-p) for RNK and Wave2Wave as applicable:

- (a) Name, address and telephone number of Applicants:

RNK, Inc.
333 Elm Street, Suite 310
Dedham, MA 02026
Phone: (781) 613-6000
Fax: (781) 297-2091
FRN: 0004343737

Wave2Wave Communications, Inc.
433 Hackensack Ave.,
6th Floor
Hackensack, NJ 07601
Phone: (201) 968-9797
Fax: (201) 968-1886
FRN: 0015329394

- (b) RNK is a corporation organized under the laws of Massachusetts. Wave2Wave is a corporation organized under the laws of Delaware.
- (c) Correspondence concerning this Application should be sent to:

FOR WAVE2WAVE	FOR RNK
Steve Asman President Wave2Wave Communications, Inc. 433 Hackensack Ave., 6 th Floor Hackensack, NJ 07601 (201) 968-9797	Douglas S. Denny-Brown General Counsel RNK, Inc. 333 Elm Street, Suite 310 Dedham, MA 02026 (781) 613-6000 (telephone) (781) 297-9836 (facsimile) dougdb@rnkcom.com
With a copy to: Cherie R. Kiser Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 701 Pennsylvania Ave. NW, Suite 900 Washington, D.C. 20004 (202) 434-7300 (telephone) (202) 434-7400 (facsimile) crkiser@mintz.com	

- (d) RNK holds domestic and international authority to provide global facilities-based and resale telecommunications services.

Wave2Wave submits the following information pursuant to Section 63.18(h-p) of the Commission's Rules:

- (h) Following consummation of the proposed Transaction, Mr. Asman will remain the largest shareholder of Wave2Wave, holding approximately 31.7% of its shares. The Mennen Trust will retain 20.38% of Wave2Wave's shares. All other shareholders will own less than 10% of Wave2Wave.
- (i) Wave2Wave certifies that post-close, (a) it will not be a foreign carrier, and (b) it will not be affiliated with foreign carriers.
- (j) By this application, Wave2Wave certifies the following:
 - 1) it will not be a foreign carrier in any destination country;
 - 2) Wave2Wave will not control a foreign carrier;
 - 3) entities holding 25% or greater direct or indirect interest in the Applicants do not also control foreign carriers in any destination country; and
 - 4) no foreign carriers own, or are contractual beneficiaries of Wave2Wave.
- (k) Section 63.18(k) is not applicable because Wave2Wave is not affiliated with a foreign carrier and is not a foreign a carrier as described above.
- (l) Section 63.18(l) is not applicable because Wave2Wave is not affiliated with a foreign carrier and is not a foreign a carrier as described above.

- (m) Section 63.18(m) is not applicable because Wave2Wave is not affiliated with a foreign carrier and is not a foreign a carrier as described above.
- (n) Wave2Wave certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that they will not enter into such agreements in the future.
- (o) Wave2Wave certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Wave2Wave requests streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules. Wave2Wave will not be affiliated with a foreign carrier and will not resell international switched services of a dominant U.S. carrier and it does not seek authority to provide service for which it has not previously been authorized.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

VI. CONCLUSION

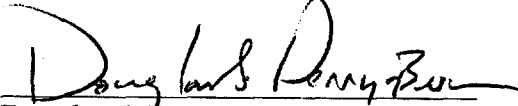
Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application.

Respectfully submitted,

WAVE2WAVE COMMUNICATIONS, INC.

RNK, INC.

Steve Asman
President
Wave2Wave Communications, Inc.
433 Hackensack Ave.,
6th Floor
Hackensack, NJ 07601
(201) 968-9797



Douglas S. Denny-Brown
General Counsel
RNK, Inc.
333 Elm Street, Suite 310
Dedham, MA 02026
Tel: (781) 613-6000
Fax: (781) 297-9836
dougdb@rnkcom.com

Date: October 26, 2007

Respectfully submitted,


WAVE2WAVE COMMUNICATIONS, INC.

RNK, INC.

Steve Asman
President
Wave2Wave Communications, Inc.
433 Hackensack Ave.,
6th Floor
Hackensack, NJ 07601
(201) 968-9797

Douglas S. Denny-Brown
General Counsel
RNK, Inc.
333 Elm Street, Suite 310
Dedham, MA 02026
Tel: (781) 613-6000
Fax: (781) 297-9836
dougdb@rnkcom.com

Date: October 25, 2007

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (1) the proposed transaction will result in the merged entity having a market share in the interstate, interexchange market of less than 10 percent; (2) RNK will continue to provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.